

**DECLARATION OF JOANNE TAYLOR**

I, Joanne Taylor, do hereby swear, affirm and attest under the penalties of perjury as follows, based upon my personal knowledge of the matters contained herein:


1. I am over the age of 18 and competent to testify to the matters stated in this declaration.
2. I am the Chief Financial Officer of Pasta Resources Inc. ("Pasta Resources").
3. Pasta Resources provides back-office, administrative support to Babbo LLC, La Loggia LLC, Pane Sardo LLC and El Mono LLC, as well as to several other entities.
4. As an example of the services we provide, the managers of Babbo LLC will send their payroll data to Pasta Resources each week, and Pasta Resources will issue the payroll checks for Babbo LLC's employees. The payroll is paid for by Babbo LLC and the payroll checks refer to Babbo LLC as the employer.
5. Pasta Resources also offers marketing support, benefits and human resources advice.
6. The restaurants for which Pasta Resources provides service pay Pasta Resources a service fee.
7. In my role as CFO for Pasta Resources, I have access to information about each of the entities for which we provide service and regularly communicate with managers from each entity.
8. Each of the restaurants for which Pasta Resources provides service has a separate management team. Each is a separately incorporated entity and none of the entities report to a corporate parent.

9. It is true that Mr. Batali and Mr. Bastianich both have ownership interests in Babbo LLC, La Loggia LLC, Pane Sardo LLC and El Mono LLC. However, their percentages of ownership in these restaurants vary, as do their partners with respect to the separate legal entities.

10. Pasta Resources is not responsible for creating or implementing the tipping or compensation policies in effect at any of the entities. Each restaurant creates and applies its own tipping and compensation policies.

11. The policies of the separate restaurants differ in many ways. For instance, each restaurant utilizes a different system to allocate its tips. I have knowledge about the restaurants' various tipping systems because of my involvement in processing their payroll, which includes the distribution of credit card tips.

Pursuant to 28 U.S.C. § 1746, I verify under penalty of perjury, under the laws of the United States of America, that the foregoing is true and correct.

  
Joanne Taylor

1/19/11  
Date